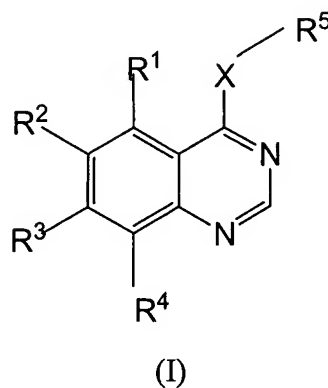


In the claims:

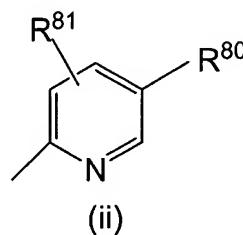
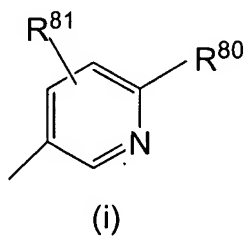
1. (Currently Amended) A compound of formula (I)



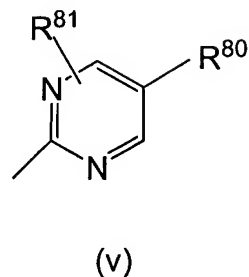
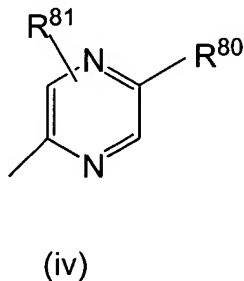
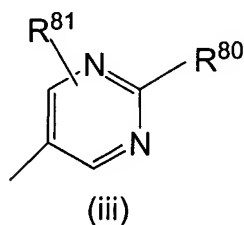
or a salt, ~~ester, amide or~~ prodrug thereof;

where X is O, or S, S(O), S(O)₂ or NR⁶ where R⁶ is hydrogen or C₁₋₆alkyl;

R⁵ is a group of sub-formula ~~sub-formulae~~ (i) or (ii)



or a group of sub-formula (iii), (iv) or (v)

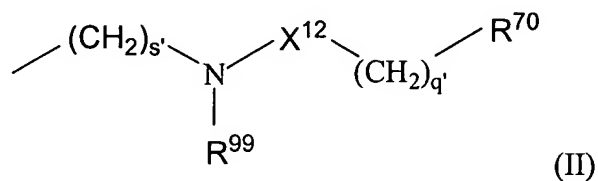


where R⁸⁰ is a substituent selected from ~~of at least 4 atoms comprising one or more of:~~

~~1) halo, C₁₋₄alkyl, optionally substituted C₁₋₆alkoxy, C₁₋₄alkoxymethyl, di(C₁₋₄alkoxy)methyl, C₁₋₄alkanoyl, carboxy, benzoyl, trifluoromethyl, cyano, amino, C₂₋₅alkenyl, C₂₋₅alkynyl, a phenyl group, a benzyl group or a 5-6 membered heterocyclic group with 1-3 heteroatoms, selected independently from O, S and N, which heterocyclic group may be aromatic or non-aromatic and may be saturated (linked via a ring carbon or~~

nitrogen atom) or unsaturated (linked via a ring carbon atom), and which phenyl, benzyl or heterocyclic group may bear on one or more ring carbon atoms up to 5 substituents selected from hydroxy, halogeno, C₁₋₃alkyl, C₁₋₃alkoxy, C₁₋₃alkanoyloxy, trifluoromethyl, cyano, amino, nitro, C₂₋₄alkanoyl, C₁₋₄alkanoylamino, C₁₋₄alkoxycarbonyl, C₁₋₄alkylsulphanyl, C₁₋₄alkylsulphinyl, C₁₋₄alkylsulphonyl, carbamoyl, N-C₁₋₄alkylcarbamoyl, N,N-di(C₁₋₄alkyl)carbamoyl, aminosulphonyl, N-C₁₋₄alkylaminosulphonyl, N,N-di(C₁₋₄alkyl)aminosulphonyl, C₁₋₄alkylsulphonylamino, and a saturated heterocyclic group selected from morpholino, thiomorpholino, pyrrolidinyl, piperazinyl, piperidinyl, imidazolidinyl and pyrazolidinyl, which saturated heterocyclic group may bear 1 or 2 substituents selected from oxo, hydroxy, halogeno, C₁₋₃alkyl, C₁₋₃alkoxy, C₁₋₃alkanoyloxy, trifluoromethyl, cyano, amino, nitro and C₁₋₄alkoxycarbonyl;

21) a group of sub-formula (II)



where q' is 0, 1, 2, 3 or 4;

s' is 0 or 1;

X¹² is C(O) or S(O₂),

R⁷⁰ is hydrogen, hydroxy, C₁₋₆alkyl, C₁₋₆alkoxy, amino, N-C₁₋₆alkylamino,

N,N-(C₁₋₆alkyl)₂amino, hydroxyC₂₋₆alkoxy, C₁₋₆alkoxyC₂₋₆alkoxy, aminoC₂₋₆alkoxy,

N-C₁₋₆alkylaminoC₂₋₆alkoxy, N,N-(C₁₋₆alkyl)₂aminoC₂₋₆alkoxy or C₃₋₇cycloalkyl,

or R⁷⁰ is of the Formula (III):



wherein J is aryl, heteroaryl or heterocyclyl and K is a bond, oxy, imino,

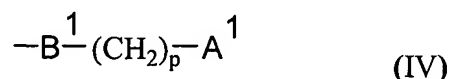
N-(C₁₋₆alkyl)imino, oxyC₁₋₆alkylene, iminoC₁₋₆alkylene, N-(C₁₋₆alkyl)iminoC₁₋₆alkylene,

-NHC(O)-, -SO₂NH-, -NH-SO₂- or -NHC(O)-C₁₋₆alkylene-,

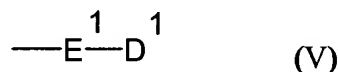
and any aryl, heteroaryl or heterocyclyl group in a R⁷⁰ group ~~is may be~~ optionally

substituted by one or more groups selected from hydroxy, oxo, halo, trifluoromethyl,

cyano, mercapto, nitro, amino, carboxy, carbamoyl, formyl, sulphamoyl, C₁₋₆alkyl, C₂₋₆alkenyl, C₂₋₆alkynyl, C₁₋₆alkoxy, -O-(C₁₋₃alkyl)-O-, C₁₋₆alkylS(O)_n- (wherein n is 0-2), *N*-C₁₋₆alkylamino, *N,N*-(C₁₋₆alkyl)₂amino, C₁₋₆alkoxycarbonyl, *N*-C₁₋₆alkylcarbamoyl, *N,N*-(C₁₋₆alkyl)₂carbamoyl, C₂₋₆alkanoyl, C₁₋₆alkanoyloxy, C₁₋₆alkanoylamino, *N*-C₁₋₆alkylsulphamoyl, *N,N*-(C₁₋₆alkyl)₂sulphamoyl, C₁₋₆alkylsulphonylamino and C₁₋₆alkylsulphonyl-*N*-(C₁₋₆alkyl)amino, or any aryl, heteroaryl or heterocyclyl group in a R⁷⁰ group ~~is may be~~ optionally substituted with one or more groups of the Formula (IV):



wherein A¹ is halo, hydroxy, C₁₋₆alkoxy, cyano, amino, *N*-C₁₋₆alkylamino, *N,N*-(C₁₋₆alkyl)₂amino, carboxy, C₁₋₆alkoxycarbonyl, carbamoyl, *N*-C₁₋₆alkylcarbamoyl or *N,N*-(C₁₋₆alkyl)₂carbamoyl, p is 1 - 6, and B¹ is a bond, oxy, imino, *N*-(C₁₋₆alkyl)imino or -NHC(O)-, with the proviso that p is 2 or more unless B¹ is a bond or -NHC(O)-; or any aryl, heteroaryl or heterocyclyl group in a R⁷⁰ group ~~is may be~~ optionally substituted with one or more groups of the Formula (V):



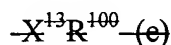
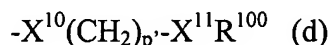
wherein D¹ is aryl, heteroaryl or heterocyclyl and E¹ is a bond, C₁₋₆alkylene, oxyC₁₋₆alkylene, oxy, imino, *N*-(C₁₋₆alkyl)imino, iminoC₁₋₆alkylene, *N*-(C₁₋₆alkyl)-iminoC₁₋₆alkylene, C₁₋₆alkylene-oxyC₁₋₆alkylene, C₁₋₆alkylene-iminoC₁₋₆alkylene, C₁₋₆alkylene-*N*-(C₁₋₆alkyl)-iminoC₁₋₆alkylene, -NHC(O)-, -NH₂SO₂-, -SO₂NH- or -NHC(O)-C₁₋₆alkylene-, and any aryl, heteroaryl or heterocyclyl group in a substituent on R⁵ ~~is may be~~ optionally substituted with one or more groups selected from hydroxy, halo, C₁₋₆alkyl, C₁₋₆alkoxy, carboxy, C₁₋₆alkoxycarbonyl, carbamoyl, *N*-C₁₋₆alkylcarbamoyl, *N*-(C₁₋₆alkyl)₂carbamoyl, C₂₋₆alkanoyl, amino, *N*-C₁₋₆alkylamino and *N,N*-(C₁₋₆alkyl)₂amino, and any C₃₋₇cycloalkyl or heterocyclyl group in a R⁷⁰ group ~~is may be~~ optionally substituted with one or two oxo or thioxo substituents, and any of the R⁷⁰ groups defined hereinbefore which comprises a CH₂ group which is attached to 2 carbon atoms or a CH₃ group which is attached to a carbon atom may

optionally bear on each said CH₂ or CH₃ group a substituent selected from hydroxy, amino, C₁₋₆alkoxy, *N*-C₁₋₆alkylamino, *N,N*-(C₁₋₆alkyl)₂amino and heterocyclyl;

or R⁷⁰ may be cycloalkenyl or alkenyl optionally substituted by aryl;

and R⁹⁹ is hydrogen or a group C(O)R⁷⁰ where R⁷⁰ is as defined above;

~~23~~) a group of sub-formula (d) or (e)



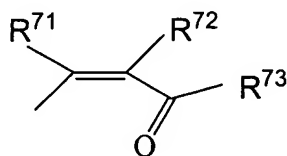
where p' is 1-3, X¹⁰ and X¹¹ are independently selected from a bond, -O-, -S- or NR¹⁰¹-

where R¹⁰¹ is hydrogen or a C₁₋₃alkyl, provided that one of X¹⁰ or X¹¹ is a bond; ~~X¹³ is~~

~~-O-, -S- or NR¹⁰²- where R¹⁰² is hydrogen or a C₁₋₃alkyl and R¹⁰⁰ is hydrogen or~~

optionally substituted hydrocarbyl or optionally substituted heterocyclyl, wherein any optional substituents ~~are~~ may be functional groups;

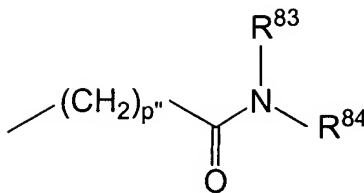
~~3~~) [[4]] a group of formula (VI)



(VI)

where R⁷¹ and R⁷² are independently selected from hydrogen or C₁₋₄alkyl, or R⁷¹ and R⁷² together form a bond, and R⁷³ is a group OR⁷⁴, NR⁷⁵R⁷⁶ where R⁷⁴, R⁷⁵ and R⁷⁶ are independently selected from optionally substituted hydrocarbyl or optionally substituted heterocyclic groups, and R⁷⁵ and R⁷⁶ may additionally form together with the nitrogen atom to which they are attached, an aromatic or non-aromatic heterocyclic ring which may contain further heteroatoms, wherein suitable optional substituents for hydrocarbyl or heterocyclic groups R⁷⁴, R⁷⁵ and R⁷⁶ include functional groups and heterocyclic groups R⁷⁴, R⁷⁵ and R⁷⁶ may further be substituted by a hydrocarbyl group; and

~~45~~) a group of sub-formula (f)



(f)

where p'' is 0 or 1 and R^{83} and R^{84} are independently selected from hydrogen, optionally substituted hydrocarbyl or optionally substituted heterocyclyl, or R^{83} and R^{84} together with the nitrogen atom to which they are attached form an optionally substituted heterocyclic ring and where optional substituents for hydrocarbyl or heterocyclic groups R^{83} and R^{84} include functional groups and heterocyclic groups R^{83} or R^{84} may further be substituted by a hydrocarbyl group; and

R^{81} is hydrogen, halo, C_{1-4} alkoxy, cyano, or trifluoromethyl, or phenyl, and

R^1 , R^2 , R^3 , R^4 are independently selected from halogeno, cyano, nitro,

C_{1-3} alkylsulphanyl, $-\text{N}(\text{OH})\text{R}^7$ (wherein R^7 is hydrogen, or C_{1-3} alkyl), or R^9X^1 (wherein X^1 represents a direct bond, $-\text{O}-$, $-\text{CH}_2-$, $-\text{OC}(\text{O})-$, $-\text{C}(\text{O})-$, $-\text{S}-$, $-\text{SO}-$, $-\text{SO}_2-$, $-\text{NR}^{10}\text{C}(\text{O})-$, $-\text{C}(\text{O})\text{NR}^{11}-$, $-\text{SO}_2\text{NR}^{12}-$, $-\text{NR}^{13}\text{SO}_2-$ or $-\text{NR}^{14}-$ (wherein R^{10} , R^{11} , R^{12} , R^{13} and R^{14} each independently represents hydrogen, C_{1-3} alkyl or C_{1-3} alkoxy C_{2-3} alkyl)), provided that at least one of R^1 , R^2 , R^3 and R^4 is a group R^9X^1 and R^9 is selected from one of the

following groups: and R^9 is hydrogen, optionally substituted hydrocarbyl, optionally substituted heterocyclyl or optionally substituted alkoxy where the optional substituents comprise at least one functional group; provided that at least one of R^2 or R^3 is other than hydrogen; and

~~where a functional group is selected from nitro, cyano, halo, oxo, $=\text{CR}^{78}\text{R}^{79}$, $\text{C}(\text{O})_x\text{R}^{77}$, OR^{77} , $\text{S}(\text{O})_y\text{R}^{77}$, $\text{NR}^{78}\text{R}^{79}$, $\text{C}(\text{O})\text{NR}^{78}\text{R}^{79}$, $\text{OC}(\text{O})\text{NR}^{78}\text{R}^{79}$, $=\text{NOR}^{77}$, $\text{NR}^{77}\text{C}(\text{O})_x\text{R}^{78}$, $-\text{NR}^{77}\text{CONR}^{78}\text{R}^{79}$, $-\text{N}=\text{CR}^{78}\text{R}^{79}$, $\text{S}(\text{O})_y\text{NR}^{78}\text{R}^{79}$ or $-\text{NR}^{77}\text{S}(\text{O})_y\text{R}^{78}$ where R^{77} , R^{78} and R^{79} are independently selected from hydrogen, optionally substituted hydrocarbyl, optionally substituted heterocyclyl or optionally substituted alkoxy, or R^{78} and R^{79} together form an optionally substituted ring which optionally contains further heteroatoms such as oxygen, nitrogen, S, $\text{S}(\text{O})$ or $\text{S}(\text{O})_2$, where x is an integer of 1 or 2, y is 0 or an integer of 1-3 and where hydrocarbyl, heterocyclyl or alkoxy groups R^{77} , R^{78} and R^{79} as well as rings formed by R^{78} and R^{79} are optionally substituted by halo,~~

~~perhaloalkyl, mercapto, alkylthio, hydroxy, carboxy, alkoxy, heteroaryl, heteroaryloxy, cycloalkyl, cycloalkenyl, cycloalkynyl, alkenyloxy, alkynyloxy, alkoxyalkoxy, aryloxy (where the aryl group may be substituted by halo, nitro, or hydroxy), cyano, nitro, amino, mono- or di-alkyl amino, oximino or S(O)_yR⁹⁰ where y is 0 or an integer of 1-3 and R⁹⁰ is a alkyl; and~~

~~wherein hydrocarbonyl is selected from alkyl, alkenyl, alkynyl, aryl, aralkyl, cycloalkyl, cycloalkenyl, or combinations thereof.~~

1) hydrogen or C₁₋₅alkyl which may be unsubstituted or which may be substituted with one or more groups selected from hydroxy, oxiranyl, fluoro, chloro, bromo and amino (including C₁₋₃alkyl and trifluoromethyl);

2) -R^aX²C(O)R¹⁵ (wherein X² represents -O- or -NR¹⁶- (in which R¹⁶ represents hydrogen, C₁₋₃alkyl or C₁₋₃alkoxyC₂₋₃alkyl) and R¹⁵ represents C₁₋₃alkyl, -NR¹⁷R¹⁸ or -OR¹⁹ (wherein R¹⁷, R¹⁸ and R¹⁹ which may be the same or different each represents hydrogen, C₁₋₅alkyl, hydroxyC₁₋₅alkyl or C₁₋₃alkoxyC₂₋₃alkyl));

3) -R^bX³R²⁰ (wherein X³ represents -O-, C(O)-S-, -SO-, -SO₂-, -OC(O)-, -NR²¹C(O)-, -C(O)NR²²-, -SO₂NR²³-, -NR²⁴SO₂- or -NR²⁵- (wherein R²¹, R²², R²³, R²⁴ and R²⁵ each independently represents hydrogen, C₁₋₃alkyl, hydroxy C₁₋₄alkyl or C₁₋₃alkoxyC₂₋₃alkyl and s is 1 or 2) and R²⁰ represents hydrogen, C₁₋₆alkyl, C₂₋₆alkenyl, cyclopropyl, cyclobutyl, cyclopentyl, cyclohexyl, phenyl or a 5-6-membered saturated heterocyclic group with 1-2 heteroatoms, selected independently from O, S and N, which C₁₋₆alkyl group may bear 1, 2 or 3 substituents selected from oxo, hydroxy, halogeno, cyclopropyl, amino, C₁₋₄alkylamino, C₁₋₄alkanoyldi-C₁₋₄alkylamino, C₁₋₄alkylthio, C₁₋₄alkoxy and which cyclic group may bear 1 or 2 substituents selected from oxo, hydroxy, halogeno, cyano, C₁₋₄cyanoalkyl, C₁₋₄alkyl, C₁₋₄hydroxyalkyl, C₁₋₄alkoxy, C₁₋₄alkoxyC₁₋₄alkyl, C₁₋₄alkylsulphonylC₁₋₄alkyl, C₁₋₄alkoxycarbonyl, C₁₋₄aminoalkyl, C₁₋₄alkylamino, di(C₁₋₄alkyl)amino, C₁₋₄alkylaminoC₁₋₄alkyl, di(C₁₋₄alkyl)aminoC₁₋₄alkyl, C₁₋₄alkylaminoC₁₋₄alkoxy, di(C₁₋₄alkyl)aminoC₁₋₄alkoxy and a group -(-O-)_f(R^{b'})_gD (wherein f is 0 or 1, g is 0 or 1 and D is a C₃₋₆cycloalkyl group or a 5-6-membered saturated heterocyclic group with 1-2 heteroatoms, selected independently from O, S and N, which cyclic group may bear one or more substituents selected from C₁₋₄alkyl));

4) $-R^cX^4R^cX^5R^{26}$ (wherein X^4 and X^5 which may be the same or different are each $-O-$, $C(O)-$, $-S-$, $-SO-$, $-SO_2-$, $-NR^{27}C(O)_s-$, $-C(O)_sNR^{28}-$, $-SO_2NR^{29}-$, $-NR^{30}SO_2-$ or $-NR^{31}-$ (wherein R^{27} , R^{28} , R^{29} , R^{30} and R^{31} each independently represents hydrogen, C_{1-3} alkyl or C_{1-3} alkoxy C_{2-3} alkyl and s is 1 or 2) and R^{26} represents hydrogen, C_{1-3} alkyl, hydroxy C_{1-3} alkyl or C_{1-3} alkoxy C_{2-3} alkyl);

5) R^{32} (wherein R^{32} is a 4-6-membered cycloalkyl or saturated heterocyclic ring (linked via carbon or nitrogen) with 1-2 heteroatoms, selected independently from O, S and N, which cycloalkyl or heterocyclic group may bear 1 or 2 substituents selected from oxo, hydroxy, halogeno, cyano, C_{1-4} alkyl, hydroxy C_{1-4} alkyl, cyano C_{1-4} alkyl, cyclopropyl, C_{1-4} alkylsulphonyl C_{1-4} alkyl, C_{1-4} alkoxycarbonyl, carboxamido, C_{1-4} aminoalkyl, C_{1-4} alkylamino, di(C_{1-4} alkyl)amino, C_{1-4} alkylamino C_{1-4} alkyl, C_{1-4} alkanoyl, di(C_{1-4} alkyl)amino C_{1-4} alkyl, C_{1-4} alkylamino C_{1-4} alkoxy, di(C_{1-4} alkyl)amino C_{1-4} alkoxy nitro, amino, C_{1-4} alkoxy, C_{1-4} hydroxyalkoxy, carboxy, trifluoromethyl, $-C(O)NR^{38}R^{39}$, $-NR^{40}C(O)R^{41}$ (wherein R^{38} , R^{39} , R^{40} and R^{41} , which may be the same or different, each represents hydrogen, C_{1-4} alkyl, hydroxy C_{1-4} alkyl or C_{1-3} alkoxy C_{2-3} alkyl) and a group $-(O-)_f(C_{1-4}alkyl)_g$ ringD (wherein f is 0 or 1, g is 0 or 1 and ring D is a cyclic group selected from C_{3-6} cycloalkyl, aryl or 5-6-membered saturated or unsaturated heterocyclic group with 1-2 heteroatoms, selected independently from O, S and N, which cyclic group may bear one or more substituents selected from halo and C_{1-4} alkyl);

6) $-R^dR^{32}$ (wherein R^{32} is as defined hereinbefore);

7) $-R^eR^{32}$ (wherein R^{32} is as defined hereinbefore);

8) $-R^fR^{32}$ (wherein R^{32} is as defined hereinbefore);

9) R^{33} (wherein R^{33} represents a pyridone group, a phenyl group or a 5-6-membered aromatic heterocyclic group (linked via carbon or nitrogen) with 1-3 heteroatoms selected from O, N and S, which pyridone, phenyl or aromatic heterocyclic group may carry up to 5 substituents selected from hydroxy, nitro, halogeno, amino, C_{1-4} alkyl, C_{1-4} alkoxy, C_{1-4} hydroxyalkyl, C_{1-4} aminoalkyl, C_{1-4} alkylamino, C_{1-4} hydroxyalkoxy, oxo, cyano C_{1-4} alkyl, cyclopropyl, C_{1-4} alkylsulphonyl C_{1-4} alkyl, C_{1-4} alkoxycarbonyl, di(C_{1-4} alkyl)amino, C_{1-4} alkylamino C_{1-4} alkyl, C_{1-4} alkanoyl, di(C_{1-4} alkyl)amino C_{1-4} alkyl, C_{1-4} alkylamino C_{1-4} alkoxy, di(C_{1-4} alkyl)amino C_{1-4} alkoxy, carboxy, carboxamido, trifluoromethyl, cyano, $-C(O)NR^{38}R^{39}$, $-NR^{40}C(O)R^{41}$ (wherein R^{38} , R^{39} , R^{40} and R^{41} ,

which may be the same or different, each represents hydrogen, C₁₋₄alkyl, hydroxyC₁₋₄alkyl or C₁₋₃alkoxyC₂₋₃alkyl) and a group $-(O)_f(C_{1-4}alkyl)_{ringD}$ (wherein f is 0 or 1, g is 0 or 1 and ring D is a cyclic group selected from C₃₋₆cycloalkyl, aryl or 5-6-membered saturated or unsaturated heterocyclic group with 1-2 heteroatoms, selected independently from O, S and N, which cyclic group may bear one or more substituents selected from halo and C₁₋₄alkyl);

10) -R^gR³³ (wherein R³³ is as defined hereinbefore);

11) -R^hR³³ (wherein R³³ is as defined hereinbefore);

12) -RⁱR³³ (wherein R³³ is as defined hereinbefore);

13) -R^jX⁶R³³ (wherein X⁶ represents -O-, -C(O)-, -S-, -SO-, -SO₂-, -OC(O)-, -NR³⁸C(O)-, -C(O)NR³⁹-, -SO₂NR⁴⁰-, -NR⁴¹SO₂- or -NR⁴²- (wherein R³⁸, R³⁹, R⁴⁰, R⁴¹ and R⁴² each independently represents hydrogen, C₁₋₃alkyl, hydroxyC₁₋₃alkyl or C₁₋₃alkoxyC₂₋₃alkyl) and R³³ is as defined hereinbefore);

14) -R^kX⁷R³³ (wherein X⁷ represents -O-, C(O)-, -S-, -SO-, -SO₂-, -NR⁴³C(O)-, -C(O)NR⁴⁴-, -SO₂NR⁴⁵-, -NR⁴⁶SO₂- or -NR⁴⁷- (wherein R⁴³, R⁴⁴, R⁴⁵, R⁴⁶ and R⁴⁷ each independently represents hydrogen, C₁₋₃alkyl, hydroxyC₁₋₃alkyl or C₁₋₃alkoxyC₂₋₃alkyl) and R³³ is as defined hereinbefore);

15) -R^mX⁸R³³ (wherein X⁸ represents -O-, -C(O)-, -S-, -SO-, -SO₂-, -NR⁴⁸C(O)-, -C(O)NR⁴⁹-, -SO₂NR⁵⁰-, -NR⁵¹SO₂- or -NR⁵²- (wherein R⁴⁸, R⁴⁹, R⁵⁰, R⁵¹ and R⁵² each independently represents hydrogen, C₁₋₃alkyl, hydroxyC₁₋₃alkyl or C₁₋₃alkoxyC₂₋₃alkyl) and R³³ is as defined hereinbefore);

16) -RⁿX⁹R^{n'}R³³ (wherein X⁹ represents -O-, -C(O)-, -S-, -SO-, -SO₂-, -NR⁵³C(O)-, -C(O)NR⁵⁴-, -SO₂NR⁵⁵-, -NR⁵⁶SO₂- or -NR⁵⁷- (wherein R⁵³, R⁵⁴, R⁵⁵, R⁵⁶ and R⁵⁷ each independently represents hydrogen, C₁₋₃alkyl, hydroxyC₁₋₃alkyl or C₁₋₃alkoxyC₂₋₃alkyl) and R³³ is as defined hereinbefore);

17) -R^pX⁹-R^pR³² (wherein X⁹ and R³² are as defined hereinbefore);

18) C₂₋₅alkenyl which may be unsubstituted or which may be substituted with one or more groups selected from hydroxy, fluoro, amino, C₁₋₄alkylamino, N,N-di(C₁₋₄alkyl)amino, aminosulphonyl, N-C₁₋₄alkylaminosulphonyl and N,N-di(C₁₋₄alkyl)aminosulphonyl;

19) C₂₋₅alkynyl which may be unsubstituted or which may be substituted with one or more groups selected from hydroxy, fluoro, amino, C₁₋₄alkylamino, N,N-di(C₁₋₄alkyl)amino, aminosulphonyl, N-C₁₋₄alkylaminosulphonyl and N,N-di(C₁₋₄alkyl)aminosulphonyl;

20) -R'⁹X⁹R'¹R³² (wherein X⁹ and R³² are as defined hereinbefore);

21) -R^uX⁹R^{u'}R³² (wherein X⁹ and R³² are as defined hereinbefore); and

22) -R^vR⁵⁸(R^{v'})_q(X⁹)_rR⁵⁹ (wherein X⁹ is as defined hereinbefore, q is 0 or 1, r is 0 or 1, and R⁵⁸ is a C₁₋₃alkylene group or a cyclic group selected from cyclopropyl, cyclobutyl, cyclopentylene, cyclohexylene or a 5-6-membered saturated heterocyclic group with 1-2 heteroatoms, selected independently from O, S and N, which C₁₋₃alkylene group may bear 1 or 2 substituents selected from oxo, hydroxy, halogeno and C₁₋₄alkoxy and which cyclic group may bear 1 or 2 substituents selected from oxo, hydroxy, halogeno, cyano, C₁₋₄cyanoalkyl, C₁₋₄alkyl, C₁₋₄hydroxyalkyl, C₁₋₄alkoxy, C₁₋₄alkoxyC₁₋₄alkyl, C₁₋₄alkylsulphonylC₁₋₄alkyl, C₁₋₄alkoxycarbonyl, C₁₋₄aminoalkyl, C₁₋₄alkylamino, di(C₁₋₄alkyl)amino, C₁₋₄alkylaminoC₁₋₄alkyl, di(C₁₋₄alkyl)aminoC₁₋₄alkyl, C₁₋₄alkylaminoC₁₋₄alkoxy, di(C₁₋₄alkyl)aminoC₁₋₄alkoxy and a group -(-O-)_f(C₁₋₄alkyl)_gringD (wherein f is 0 or 1, g is 0 or 1 and ring D is a cyclic group selected from C₃₋₆cycloalkyl, aryl or 5-6-membered saturated or unsaturated heterocyclic group with 1-2 heteroatoms, selected independently from O, S and N, which cyclic group may bear one or more substituents selected from halo and C₁₋₄alkyl); and R⁵⁹ is hydrogen, C₁₋₃alkyl, or a cyclic group selected from cyclopropyl, cyclobutyl, cyclopentyl, cyclohexyl and a 5-6-membered saturated heterocyclic group with 1-2 heteroatoms, selected independently from O, S and N, which C₁₋₃alkyl group may bear 1 or 2 substituents selected from oxo, hydroxy, halogeno, C₁₋₄alkoxy and which cyclic group may bear 1 or 2 substituents selected from oxo, hydroxy, halogeno, cyano, C₁₋₄cyanoalkyl, C₁₋₄alkyl, C₁₋₄hydroxyalkyl, C₁₋₄alkoxy, C₁₋₄alkoxyC₁₋₄alkyl, C₁₋₄alkylsulphonylC₁₋₄alkyl, C₁₋₄alkoxycarbonyl, C₁₋₄aminoalkyl, C₁₋₄alkylamino, di(C₁₋₄alkyl)amino, C₁₋₄alkylaminoC₁₋₄alkyl, di(C₁₋₄alkyl)aminoC₁₋₄alkyl, C₁₋₄alkylaminoC₁₋₄alkoxy, di(C₁₋₄alkyl)aminoC₁₋₄alkoxy and a group -(-O-)_f(C₁₋₄alkyl)_gringD (wherein f is 0 or 1, g is 0 or 1 and D is a cyclic group selected from C₃₋₆cycloalkyl, aryl or 5-6-membered saturated or unsaturated heterocyclic group

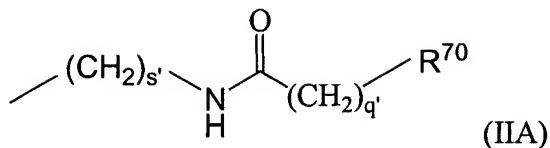
with 1-2 heteroatoms, selected independently from O, S and N, which cyclic group may bear one or more substituents selected from halo and C₁₋₄alkyl);
and wherein R^a, R^b, R^{b'}, R^c, R^{c'}, R^d, R^g, R^j, Rⁿ, R^{n'}, R^p, R^{p'}, R^{t'}, R^u, R^v and R^{v'} are
independently selected from C₁₋₈alkylene groups optionally substituted by one or more
substituents selected from hydroxy, halogeno, amino,
R^e, R^h, R^k and R^t are independently selected from C₂₋₈alkenylene groups optionally
substituted by one or more substituents selected from hydroxy, halogeno, amino, and
R^t may additionally be a bond; and
R^f, Rⁱ, R^m and R^u are independently selected from C₂₋₈alkynylene groups optionally
substituted by one or more substituents selected from hydroxy, halogeno, amino;
provided that at least one of R² or R³ is other than hydrogen; and
where a functional group is selected from nitro, cyano, halo, oxo, =CR⁷⁸R⁷⁹, C(O)_xR⁷⁷,
OR⁷⁷, S(O)_yR⁷⁷, NR⁷⁸R⁷⁹, C(O)NR⁷⁸R⁷⁹, OC(O)NR⁷⁸R⁷⁹, =NOR⁷⁷, -NR⁷⁷C(O)_xR⁷⁸,
-NR⁷⁷CONR⁷⁸R⁷⁹, -N=CR⁷⁸R⁷⁹, S(O)_yNR⁷⁸R⁷⁹ or -NR⁷⁷S(O)_yR⁷⁸ where R⁷⁷, R⁷⁸ and
R⁷⁹ are independently selected from hydrogen, optionally substituted hydrocarbyl,
optionally substituted heterocyclyl or optionally substituted alkoxy, or R⁷⁸ and R⁷⁹
together form an optionally substituted ring which optionally contains further
heteroatoms such as oxygen, nitrogen, S, S(O) or S(O)₂, where x is an integer of 1 or 2, y
is 0 or an integer of 1-3 and where hydrocarbyl, heterocyclyl or alkoxy groups R⁷⁷, R⁷⁸
and R⁷⁹ as well as rings formed by R⁷⁸ and R⁷⁹ are optionally substituted by halo,
perhaloalkyl, mercapto, alkylthio, hydroxy, carboxy, alkoxy, heteroaryl, heteroaryloxy,
cycloalkyl, cycloalkenyl, cycloalkynyl, alkenyloxy, alkynyloxy, alkoxyalkoxy, aryloxy
(where the aryl group may be substituted by halo, nitro, or hydroxy), cyano, nitro, amino,
mono- or di-alkyl amino, oximino or S(O)_yR⁹⁰ where y is 0 or an integer of 1-3 and R⁹⁰
is a alkyl; and
wherein hydrocarbyl is selected from alkyl, alkenyl, alkynyl, aryl, aralkyl, cycloalkyl,
cycloalkenyl, or combinations thereof.

2-5. (Canceled)

6. (Currently Amended) A compound according to claim 15 wherein R^1 , R^2 , R^3 , R^4 are independently selected from, halo, cyano, nitro, trifluoromethyl, C_{1-3} alkyl, $-NR^7R^8$ (wherein R^7 and R^8 , which may be the same or different, each represents hydrogen or C_{1-3} alkyl), or other groups from formula $-X^1R^9$ (wherein X^1 represents a direct bond, $-O-$, $-CH_2-$, $-OCO-$, carbonyl, $-S-$, $-SO-$, $-SO_2-$, $-NR^{10}CO-$, $-CONR^{11}-$, $-SO_2NR^{12}-$, $-NR^{13}SO_2-$ or $-NR^{14}-$ (wherein R^{10} , R^{11} , R^{12} , R^{13} and R^{14} each independently represents hydrogen, C_{1-3} alkyl or C_{1-3} alkoxy C_{2-3} alkyl), and R^9 is selected from one of the following groups:
- 1') hydrogen or C_{1-5} alkyl which may be unsubstituted or which may be substituted with one or more groups selected from hydroxy, fluoro or amino,
 - 2') C_{1-5} alkyl $X^2C(O)R^{15}$ (wherein X^2 represents $-O-$ or $-NR^{16}-$ (in which R^{15} represents hydrogen, C_{1-3} alkyl or C_{1-3} alkoxy C_{2-3} alkyl) and R^{16} represents C_{1-3} alkyl, $-NR^{17}R^{18}$ or $-OR^{19}$ (wherein R^{17} , R^{18} and R^{19} which may be the same or different each represents hydrogen, C_{1-3} alkyl or C_{1-3} alkoxy C_{2-3} alkyl));
 - 3') C_{1-5} alkyl X^3R^{20} (wherein X^3 represents $-O-$, $-S-$, $-SO-$, $-SO_2-$, $-OCO-$, $-NR^{21}CO-$, $-CONR^{22}-$, $-SO_2NR^{23}-$, $-NR^{24}SO_2-$ or $-NR^{25}-$ (wherein R^{21} , R^{22} , R^{23} , R^{24} and R^{25} each independently represents hydrogen, C_{1-3} alkyl or C_{1-3} alkoxy C_{2-3} alkyl) and R^{20} represents hydrogen, C_{1-3} alkyl, cyclopentyl, cyclohexyl or a 5-6-membered saturated heterocyclic group with 1-2 heteroatoms, selected independently from O, S and N, which C_{1-3} alkyl group may bear 1 or 2 substituents selected from oxo, hydroxy, halogeno and C_{1-4} alkoxy and which cyclic group may bear 1 or 2 substituents selected from oxo, hydroxy, halogeno, C_{1-4} alkyl, C_{1-4} hydroxyalkyl and C_{1-4} alkoxy);
 - 4') C_{1-5} alkyl X^4C_{1-5} alkyl X^5R^{26} (wherein X^4 and X^5 which may be the same or different are each $-O-$, $-S-$, $-SO-$, $-SO_2-$, $-NR^{27}CO-$, $-CONR^{28}-$, $-SO_2NR^{29}-$, $-NR^{30}SO_2-$ or $-NR^{31}-$ (wherein R^{27} , R^{28} , R^{29} , R^{30} and R^{31} each independently represents hydrogen, C_{1-3} alkyl or C_{1-3} alkoxy C_{2-3} alkyl) and R^{26} represents hydrogen or C_{1-3} alkyl);
 - 5') R^{32} (wherein R^{32} is a 5-6-membered saturated heterocyclic group (linked via carbon or nitrogen) with 1-2 heteroatoms, selected independently from O, S and N, which heterocyclic group may bear 1 or 2 substituents selected from oxo, hydroxy, halogeno, C_{1-4} alkyl, C_{1-4} hydroxyalkyl, C_{1-4} alkoxy, C_{1-4} alkoxy C_{1-4} alkyl and C_{1-4} alkylsulphonyl C_{1-4} alkyl);
 - 6') C_{1-5} alkyl R^{32} (wherein R^{32} is as defined in (5') above);

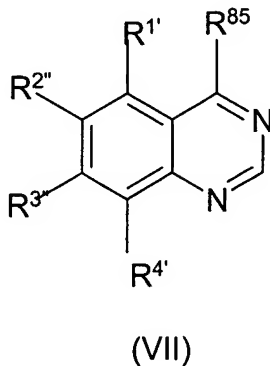
- 7') C₂₋₅alkenylR³² (wherein R³² is as defined in (5') above);
- 8') C₂₋₅alkynylR³² (wherein R³² is as defined in (5') above);
- 9') R³³ (wherein R³³ represents a pyridone group, a phenyl group or a 5-6-membered aromatic heterocyclic group (linked via carbon or nitrogen) with 1-3 heteroatoms selected from O, N and S, which pyridone, phenyl or aromatic heterocyclic group may carry up to 5 substituents on an available carbon atom selected from hydroxy, halogeno, amino, C₁₋₄alkyl, C₁₋₄alkoxy, C₁₋₄hydroxyalkyl, C₁₋₄aminoalkyl, C₁₋₄alkylamino, C₁₋₄hydroxyalkoxy, carboxy, trifluoromethyl, cyano, -CONR³⁴R³⁵ and -NR³⁶COR³⁷ (wherein R³⁴, R³⁵, R³⁶ and R³⁷, which may be the same or different, each represents hydrogen, C₁₋₄alkyl or C₁₋₃alkoxyC₂₋₃alkyl));
- 10') C₁₋₅alkylR³³ (wherein R³³ is as defined in (9') above);
- 11') C₂₋₅alkenylR³³ (wherein R³³ is as defined in (9') above);
- 12') C₂₋₅alkynylR³³ (wherein R³³ is as defined in (9') above);
- 13') C₁₋₅alkylX⁶R³³ (wherein X⁶ represents -O-, -S-, -SO-, -SO₂-, -NR³⁸CO-, -CONR³⁹-, -SO₂NR⁴⁰-, -NR⁴¹SO₂- or -NR⁴²- (wherein R³⁸, R³⁹, R⁴⁰, R⁴¹ and R⁴² each independently represents hydrogen, C₁₋₃alkyl or C₁₋₃alkoxyC₂₋₃alkyl) and R³³ is as defined hereinbefore);
- 14') C₂₋₅alkenylX⁷R³³ (wherein X⁷ represents -O-, -S-, -SO-, -SO₂-, -NR⁴³CO-, -CONR⁴⁴-, -SO₂NR⁴⁵-, -NR⁴⁶SO₂- or -NR⁴⁷- (wherein R⁴³, R⁴⁴, R⁴⁵, R⁴⁶ and R⁴⁷ each independently represents hydrogen, C₁₋₃alkyl or C₁₋₃alkoxyC₂₋₃alkyl) and R³³ is as defined hereinbefore);
- 15') C₂₋₅alkynylX⁸R³³ (wherein X⁸ represents -O-, -S-, -SO-, -SO₂-, -NR⁴⁸CO-, -C(O)NR⁴⁹-, -SO₂NR⁵⁰-, -NR⁵¹SO₂- or -NR⁵²- (wherein R⁴⁸, R⁴⁹, R⁵⁰, R⁵¹ and R⁵² each independently represents hydrogen, C₁₋₃alkyl or C₁₋₃alkoxyC₂₋₃alkyl) and R³³ is as defined hereinbefore);
- 16') C₁₋₃alkylX⁹C₁₋₃alkylR³³ (wherein X⁹ represents -O-, -S-, -SO-, -SO₂-, -NR⁵³CO-, -C(O)NR⁵⁴-, -SO₂NR⁵⁵-, -NR⁵⁶SO₂- or -NR⁵⁷- (wherein R⁵³, R⁵⁴, R⁵⁵, R⁵⁶ and R⁵⁷ each independently represents hydrogen, C₁₋₃alkyl or C₁₋₃alkoxyC₂₋₃alkyl) and R³³ is as defined hereinbefore); and
- 17') C₁₋₃alkylX⁹C₁₋₃alkylR³² (wherein X⁹ and R³² are as defined in (5') above), provided that at least one of R² or R³ is other than hydrogen.

7. (Currently Amended) A compound according to ~~any one of claims~~ claim 1, 4, 5 or 6, where R^1 is hydrogen and R^4 is hydrogen, halo, C_{1-4} alkyl or C_{1-4} alkoxy.
- 8-9. (Canceled)
10. (Currently Amended) A compound according to ~~any one of claims~~ claim 1 ~~[[,]]~~ or claim 7, 4, 5 or 6 wherein R^3 is a group X^1R^9 where X^1 is oxygen and R^9 includes a methylene group directly adjacent to X^1 .
11. (Currently Amended) A compound according to claim 15 wherein at least one of R^1 , R^2 , R^3 or R^4 is a group X^1R^9 which includes a bridging alkylene, alkenylene or alkynylene group selected from groups R^a , R^b , $R^{b'}$, R^c , $R^{c'}$, R^d , R^g , R^j , R^n , $R^{n'}$, R^p , $R^{p'}$, R^t , R^u , R^v , $R^{v'}$, R^e , R^h , R^k , R^l , R^f , R^i , R^m and R^u and least one such group includes a hydroxy substituent.
12. (Currently Amended) A compound according to claim 15 wherein R^9 is selected from a group (1), (3), (6) or (10).
13. (Currently Amended) A compound according to ~~any one of claims~~ claim 12 ~~1, 4, 5 or 6~~ wherein X is NH or O.
- 14-17. (Canceled)
18. (Previously Presented) A compound according to claim 13 wherein R^5 is a group of formula (iii).
- 19-20. (Canceled)
21. (Currently Amended) A compound according to claim 1 wherein R^{80} is R^4 ~~is substituted by a group of sub formula (II) which is a groupeompound of formula (IIA)~~



where s' , q' and R^{70} are as defined in claim 1.

22. (Previously Presented) A compound according to claim 1 or claim 21 wherein R^{80} includes a group R^{70} and said group is phenyl optionally substituted by halo.
23. (Currently Amended) A compound according to claim 1 where R^{80} is R^5 is substituted by a group of formula (d) or (e) and R^{100} is a group selected from optionally substituted phenyl or optionally substituted pyridyl.
24. (Currently Amended) A compound according to claim 1 or claim 34 or claim 23 wherein R^{80} is a group of sub-formula (d).
25. (Currently Amended) A compound according to any one of claims claim 1, 4, 5 or 6, which is a phosphate prodrug of a compound of formula (I) wherein the phosphate is a derivative of a hydroxy group and is present at R^2 or R^3 .
26. (Currently Amended) A method for preparing a compound of formula (I) as defined in claim 1, which method comprises reacting a compound of formula (VII)



where $R^{1'}$, $R^{2''}$, $R^{3''}$, and $R^{4'}$ are equivalent to a group R^1 , R^2 , R^3 and R^4 as defined in relation to formula (I) ~~or a precursor thereof~~, and R^{85} is a leaving group, with a compound of formula (VIII)



where X and R^5 are as defined in relation to formula (I) ~~and thereafter if desired or necessary converting a group $R^{1'}$, $R^{2''}$, $R^{3''}$ or $R^{4'}$ to a group R^1 , R^2 , R^3 and R^4 respectively.~~

27. (Currently Amended) A method for treating hyperproliferative disease ~~inhibiting aurora-2 kinase~~ in a warm blooded animal, such as man, in need of such treatment, which comprises administering to said animal an effective amount of a compound according to claim 1, or salt, ~~ester-amide~~ or prodrug thereof.
28. (Canceled)
29. (Currently Amended) A pharmaceutical composition comprising a compound according to any one of claims 1, 7, 12, 18 or 34 ~~4, 5 or 6~~ or salt, ~~ester-amide~~ or prodrug thereof, in combination with a pharmaceutically acceptable carrier.
30. (Canceled)
31. (New) A compound according to claim 1 wherein both R^1 and R^4 are hydrogen.
32. (New) A compound according to claim 12 wherein one of R^2 or R^3 is 3-morpholinopropoxy.
33. (New) A compound according to claim 1 or claim 13 wherein R^5 is a group of formula (i), (ii) or (iii).
34. (New) A compound according to claim 13 wherein R^5 is a group of formula (i).

35. (New) A compound according to claim 24 wherein one of X¹⁰ or X¹¹ is other than a bond.
36. (New) A method for treating cancer in a warm blooded animal, such as man, in need of such treatment, which comprises administering to said animal an effective amount of a compound according to claim 1, or salt or prodrug thereof.
37. (New) A method for treating colorectal or breast cancer in a warm blooded animal, such as man, in need of such treatment, which comprises administering to said animal an effective amount of a compound according to claim 1, or salt or prodrug thereof.